

BRANSTETTER, KILGORE, STRANCH & JENNINGS

ATTORNEYS AT LAW

227 SECOND AVENUE NORTH

FOURTH FLOOR

NASHVILLE, TENNESSEE 37201-1631

CECIL D. BRANSTETTER, SR.  
C. DEWEY BRANSTETTER, JR.  
RANDALL C. FERGUSON  
R. JAN JENNINGS\*  
CARROL D. KILGORE  
DONALD L. SCHOLES  
JAMES G. STRANCH, III  
JANE B. STRANCH

September 29, 2005

JOE P. LENISKI, JR.  
MARK A. MAYHEW  
J. GERARD STRANCH, IV

\*ALSO ADMITTED IN GA

Ron Jones, Chairman  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

*Via Hand Delivery*

Attention: Sharla Dillon

Re: In Re: Application of Sprint Nextel Corporation for Approval of the Transfer of Control of United Telephone-Southeast, Inc., Sprint Long Distance, Inc. and Sprint Payphone Services, Inc. from Sprint Nextel Corporation to LTD Holding Company

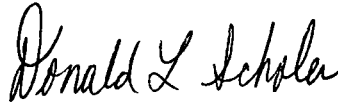
Docket No. 05-00240

Dear Chairman Jones:

I have enclosed for filing an original and fourteen copies of the Petition of Communication Workers of America, AFL-CIO for Leave to Intervene in the above-styled case.

I have enclosed an extra copy of the Petition which I would appreciate your returning to me stamped filed. Thank you for your assistance in this matter.

Sincerely yours,



DONALD L. SCHOLES

Enclosures

c: Edward Phillips  
Thelma Dunlap

RECEIVED  
2005 SEP 29  
TELEPHONE  
(615) 254-8801  
FACSIMILE  
(615) 250-3937  
T.R.A. DOCKET ROOM

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

**RECEIVED**

2005 SEP 29 AM 11:12

**IN RE: APPLICATION OF SPRINT NEXTEL CORPORATION FOR APPROVAL  
OF THE TRANSFER OF CONTROL OF UNITED TELEPHONE-  
SOUTHEAST, INC., SPRINT LONG DISTANCE, INC. AND SPRING  
PAYPHONE SERVICES, INC. FROM SPRINT NEXTEL CORPORATION  
TO LTD HOLDING COMPANY**

**DOCKET NO. 05-00240**

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**PETITION OF COMMUNICATIONS WORKERS OF AMERICA, AFL-CIO  
FOR LEAVE TO INTERVENE**

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Pursuant to T.C.A. § 4-5-310(a) and T.C.A. § 65-2-107, Communications Workers of America, AFL-CIO (CWA) hereby petitions the Authority for leave to intervene in this case and to participate as its interest may appear. In support of this Petition, CWA states the following:

1. CWA represents about 325 members which are employees of United Telephone-Southeast, Inc. (UTSE), and many of these employees are customers of UTSE.
2. Sprint Nextel has announced that the capital structure of LTD Holding Company (LTD), the new parent of UTSE and the other local telephone companies, will include \$7.25 billion debt. The \$7.25 billion debt represents a full 42 percent of Sprint Corporation's consolidated debt of \$17.4 billion in 2004. CWA has serious concerns that the proposed capital structure of LTD will result in a financially weaker company after the spin-off leaving UTSE and LTD's other local telephone companies under severe financial pressure due to the heavy debt load and other cash commitments. CWA is concerned that UTSE and LTD's other local telephone companies will not be able to continue to provide quality service to consumers or make adequate capital investment in network infrastructure.

3. The Application and testimony do not provide information regarding how Sprint Nextel and LTD plan to divide Sprint's pension assets, life insurance assets, and retiree health fund assets, among other items. These assets represent the deferred wages of Sprint employees who have built the local companies. These issues should be investigated to ensure that the division is equitable so that the local telephone companies after the spin-off will be able to meet their obligations to current employees and current and future retirees.

4. Quality service requires sufficient investment in network infrastructure and adequate staffing by trained, career employees. The Application and testimony are silent on the employment impact of the proposed transaction. The spin-off should ensure that staffing is adequate to provide UTSE consumers with quality service and concrete, verifiable benefits in terms of the accelerated deployment of advanced services.

5. To the extent UTSE customers have provided cash to support Sprint Corporation's investment in wireless, internet and other non-local operation, the Authority should consider whether Tennessee local telephone customers are entitled to a return in the form of network investment timetables and employment opportunities at the time of the local spin-off.

6. The legal rights, duties, immunities, or other legal interests of CWA and its members may be determined in this proceeding.

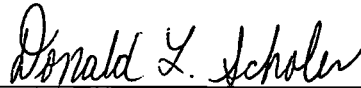
7. The interests of justice and the orderly and prompt conduct of the proceedings shall not be impaired by allowing the intervention.

8. This Petition has been filed at least seven days prior to the hearing in this case.

WHEREFORE, Petitioner prays:

1. That it be permitted to intervene in this proceeding and participate as a party as its interests may appear and to receive copies of all notices, orders, and other documents issued or filed in this case.
2. That the Petition be granted such other and further relief to which it may be entitled.

Respectfully submitted,



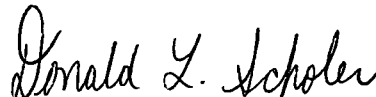
DONALD L. SCHOLES BPR #10102  
Branstetter, Kilgore, Stranch & Jennings  
227 Second Avenue North, Fourth Floor  
Nashville, TN 37219  
615-254-8801

Attorney for Communications Workers of America,  
AFL-CIO

**Certificate of Service**

I hereby certify that a true and exact copy of the Final Judgment has been mailed first class, postage prepaid, on this 24th day of September, 2005 to the following:

Edward Phillips  
14111 Capital Boulevard  
Wake Forest, NC 27587-5900



Donald L. Scholes